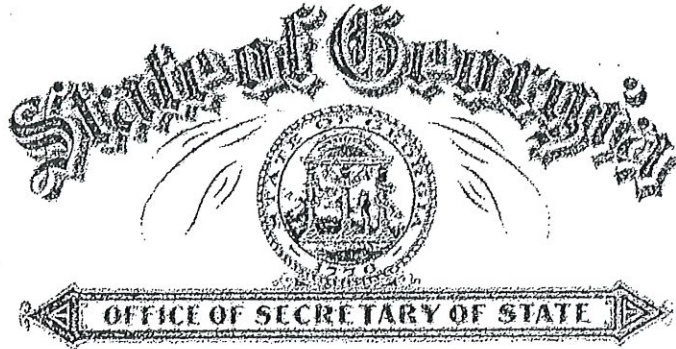


DUPLICATE

J314

PLAINTIFF'S
EXHIBIT

3



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"SECURITY BENEFIT ASSOCIATES GROUP SERVICES, INC."

has been duly incorporated under the laws of the State of Georgia on the 14th day of November, 1963, by the filing of articles of incorporation in the office of the Secretary of State and the fees then for paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and placed the Great Seal of the State of Georgia on the day of November, 1963, at the City of Atlanta, Georgia.

Max Cleland

SECRETARY OF STATE IN OFFICE OF CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION

SECURITY BENEFIT ASSOCIATES GROUP SERVICES, INC.

I.
The name of the Corporation is:
Security Benefit Associates Group Services, Inc.

II.
This Corporation is organized pursuant to the Georgia
Business Corporation Code.

III.
The Corporation shall have perpetual duration.

IV.
The object of the Corporation is pecuniary gain and
profit and the Corporation is formed for the following purposes:

- (a) To engage in the sale of life, health,
accidental death and disability insurance of every type
and description and all services related or incident thereto; and
- (b) To engage in such other businesses for any other
lawful purpose not specifically prohibited to corporations under
the Georgia Corporation Code of the State of Georgia.

V.
The Corporation shall have authority to issue not more
than 10,000 shares of common stock of \$1.00 par value.

VI.
The shareholders of the Corporation shall not have any
preemptive rights to subscribe to any issues or additional shares
of stock in the Corporation.

VII.
The Corporation shall be entitled to purchase its own
shares out of its unreserved and unrestricted earned and capital
surplus available therefor.

viii.

The Corporation shall be entitled to distribute a portion of its assets to its shareholders out of capital surplus available therefor.

ix.

The Corporation shall not commence business until it shall have received \$500.00 in payment for the issuance of shares of stock.

x.

The initial registered office of the Corporation shall be at 3910 Interstate 85, N.E., Atlanta, Georgia 30340. The initial registered agent of the Corporation shall be Frank E. Peterson.

xi.

The initial Board of Directors shall consist of two (2) members who shall be and whose addresses are:

<u>Name</u>	<u>Address</u>
Frank E. Peterson	Suite 104 3610 Interstate 85, N.E. Atlanta, Georgia 30340
Seixas G. Milner, Sr.	Suite 104 3610 Interstate 85, N.E. Atlanta, Georgia 30340

xii.

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Frank E. Peterson	Suite 104 3610 Interstate 85, N.E. Atlanta, Georgia 30340
Seixas G. Milner, Sr.	Suite 104 3610 Interstate 85, N.E. Atlanta, Georgia 30340

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of November, 1983.

Tony G. Mills
TONY G. MILLS, Attorney
for the incorporators

RECEIVED
25 NOV 1983

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: David B. Poythress
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I (We) FRANK E. PETERSON
(Type or print name of person(s) or corporation)

do hereby consent to serve as registered agent for the corporation

SECURITY BENEFIT ASSOCIATES GROUP SERVICES, INC.
(Type or print name of corporation)

This 7th day of November 19 83

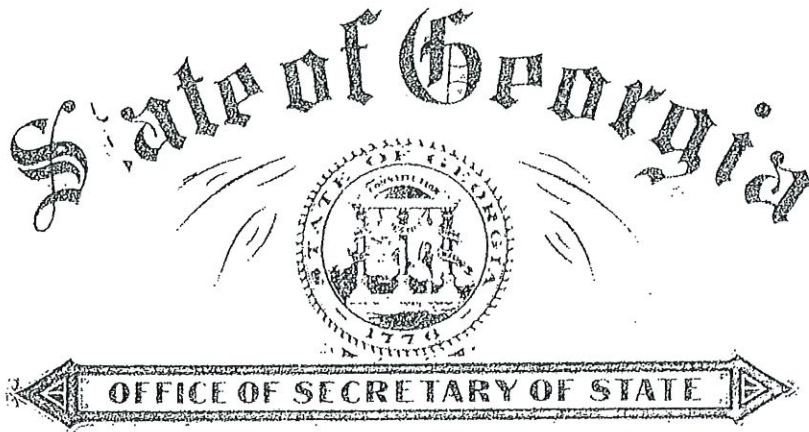

FRANK E. PETERSON

Address of registered agent(s):
(Type or print address)

3610 Interstate 85 N.E.

Suite 104

Atlanta, Georgia 30340



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"SECURITY BENEFIT ASSOCIATES GROUP SERVICES, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office at the Capitol, in the City of Atlanta, this 14th day of NOVEMBER, in the year of our Lord One Thousand Nine Hundred and Eighty THREE and of the Independence of the United States of America the Two Hundred and EIGHT

Max Cleland

SECRETARY OF STATE, EX OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA